

(3) Pursuant to an employee benefit plan;

(4) Pursuant to a dividend or interest reinvestment plan;

(5) As American depository receipts for foreign securities;

(6) By any investment company registered under the Investment Company Act of 1940 and any issuer that has elected to be regulated as a business development company under sections 54 through 65 of the Investment Company Act of 1940 (15 U.S.C. 80a-53 through 80a-64);

(7) In a merger in which a vote or consent of the security holders of the company being acquired is not required pursuant to applicable state law; or

(8) In a merger in which a vote or consent of the security holders of the company being acquired is not required pursuant to applicable state law; or

(9) In an exchange offer for the securities of the issuer or another entity.

[46 FR 48142, Oct. 1, 1981, as amended at 50 FR 19001, May 6, 1985; 57 FR 56834, Dec. 1, 1992; 62 FR 39763, July 24, 1997; 64 FR 53910, Oct. 5, 1999]

§ 230.464 Effective date of post-effective amendments to registration statements filed on Form S-8 and on certain Forms S-3, S-4, F-2 and F-3.

Provided. That, at the time of filing of each post-effective amendment with the Commission, the issuer continues to meet the requirements of filing on Form S-8 (§239.16b of this chapter); or on Form S-3, F-2 or F-3 (§§ 239.13, 239.32 or 239.33 of this chapter) for a registration statement relating to a dividend or interest reinvestment plan; or in the case of a registration statement on Form S-4 (§239.25 of this chapter) that there is continued compliance with General Instruction G of that Form:

(a) The post-effective amendment shall become effective upon filing with the Commission; and

(b) With respect to securities sold on or after the filing date pursuant to a prospectus which forms a part of a Form S-8 registration statement; or a Form S-3, F-2, or F-3 registration statement relating to a dividend or interest reinvestment plan; or a Form S-4 registration statement complying with General Instruction G of that

Form and which has been amended to include or incorporate new full year financial statements or to comply with the provisions of section 10(a)(3) of the Act, the effective date of the registration statement shall be deemed to be the filing date of the post-effective amendment.

(Secs. 6, 7, 8, 10, 19(a), 48 Stat. 78, 79, 81, 85; secs. 205, 209, 48 Stat. 906, 908; sec. 301, 54 Stat. 857; sec. 8, 68 Stat. 685; sec. 1, 79 Stat. 1051; sec. 308(a)(2), 90 Stat. 57; secs. 12, 13, 15(d), 23(a), 48 Stat. 892, 894, 895, 901; secs. 1, 3, 8, 49 Stat. 1375, 1377, 1379; sec. 203(a), 49 Stat. 704; sec. 202, 68 Stat. 686; secs. 3, 4, 6, 78 Stat. 565-568, 569, 570-574; secs. 1, 2, 82 Stat. 454; sec. 28(c), 84 Stat. 1435; secs. 1, 2, 84 Stat. 1497; sec. 105(b), 88 Stat. 1503; secs. 8, 9, 10, 18, 89 Stat. 117, 118, 119, 155; sec. 308(b), 90 Stat. 57; secs. 202, 203, 204, 91 Stat. 1494, 1498, 1499, 1500; secs. 8 30, 31(c), 38(a), 54 Stat. 803, 836, 838, 841; 74 Stat. 201; 84 Stat. 1415; 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 78l, 78m, 78o(d), 78w(a), 80a-8, 80a-29, 80a-30(c), 80a-37(a))

[47 FR 54770, Dec. 6, 1982, as amended at 50 FR 19001, May 6, 1985; 61 FR 30402, June 14, 1996]

§ 230.466 Effective date of certain registration statements on Form F-6.

(a) A depository that previously has filed a registration statement on Form F-6 (§239.36 of this chapter) may designate a date and time for a registration statement (including post-effective amendments) on Form F-6 to become effective and such registration statement shall become effective in accordance with such designation if the following conditions are met:

(1) The depository previously has filed a registration statement on Form F-6 (§239.36 of this chapter), which the Commission has declared effective, with identical terms of deposit, except for the number of foreign securities a Depositary Share represents, and the depository so certifies; and

(2) The designation of the effective date and time is set forth on the facing-page of the registration statement, or in any pre-effective amendment thereto. A pre-effective amendment containing such a designation properly made shall be deemed to have been filed with the consent of the Commission.

(b)(1) The Commission may, in the manner and under the circumstances

set forth in paragraph (b)(2) of this section, suspend the ability of a depository to designate the date and time of effectiveness of a registration statement, and such suspension shall remain in effect until the Commission furnishes written notice to the depository that the suspension has been terminated. Any suspension, so long as it is in effect, shall apply to any registration statement that has been filed but has not, at the time of such suspension, become effective and to any registration statement the depository files after such suspension. Any such suspension applies only to the ability to designate the date and time of effectiveness under paragraph (a) of this section and does not otherwise affect the registration statement.

(2) Any suspension under paragraph (b)(1) of this section becomes effective when the Commission furnishes written notice thereof to the depository. The Commission may issue a suspension if it appears to the Commission:

(i) That any registration statement containing a designation under this section is incomplete or inaccurate in any material respect, whether or not such registration has become effective, or

(ii) That the depository has not complied with any of the conditions of this section. The depository may petition the Commission to review the suspension. The Commission will order a hearing on the matter if a request for such a hearing is included in the petition.

(Secs. 6, 7, 8, 10, 19(a), 48 Stat. 78, 79, 81, 85; secs. 205, 209, 48 Stat. 906, 908; sec. 301, 54 Stat. 857; sec. 8, 68 Stat. 685; sec. 1, 79 Stat. 1051; sec. 308(a)(2), 90 Stat. 57; secs. 12, 13, 15(d), 23(a), 48 Stat. 892, 894, 895, 901; secs. 1, 3, 8, 49 Stat. 1375, 1377, 1379; sec. 203(a), 49 Stat. 704; sec. 202, 68 Stat. 686; secs. 3, 4, 6, 78 Stat. 565-568, 569, 570-574; secs. 1, 2, 82 Stat. 454; sec. 28(c), 84 Stat. 1435; secs. 1, 2, 84 Stat. 1497; sec. 105(b), 88 Stat. 1503; secs. 8, 9, 10, 18, 89 Stat. 117, 118, 119, 155; sec. 308(b), 90 Stat. 57; secs. 202, 203, 204, 91 Stat. 1494, 1498, 1499, 1500; 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 78l, 78m, 78o(d), 78w(a))

[48 FR 12347, Mar. 24, 1983]

§ 230.467 Effectiveness of registration statements and post-effective amendments thereto made on Forms F-7, F-8, F-9, F-10 and F-80.

(a) A registration statement on Form F-7, Form F-8 or Form F-80 (§239.37, §239.38 or §239.41 of this chapter), and any amendment thereto, shall become effective upon filing with the Commission. A registration statement on Form F-9 or Form F-10 (§239.39 or §239.40 of this chapter), and any amendment thereto, relating to an offering being made contemporaneously in the United States and Canada shall become effective upon filing with the Commission, unless designated as preliminary material on the Form.

(b) Where no contemporaneous offering is being made in Canada, a registrant filing on Form F-9 or Form F-10 may designate on the facing page of the registration statement, or any amendment thereto, a date and time for such filing to become effective that is not earlier than seven calendar days after the date of filing with the Commission, and such registration statement or amendment shall become effective in accordance with such designation; *provided, however*, That such registration statement or amendment may become effective prior to seven calendar days after the date of filing with the Commission if the securities regulatory authority in the review jurisdiction issues a receipt or notification of clearance with respect thereto before such time elapses, in which case the registration statement or amendment shall become effective by order of the Commission as soon as practicable after receipt of written notification by the Commission from the registrant or the applicable Canadian securities regulatory authority of the issuance of such receipt or notification of clearance.

[56 FR 30054, July 1, 1991]

AMENDMENTS; WITHDRAWALS

§ 230.470 Formal requirements for amendments.

Except for telegraphic amendments filed pursuant to Rule 473 (§230.473),